

AYO TECHNOLOGY SOLUTIONS LIMITED
(Incorporated in the Republic of South Africa)
Registration number: 1996/014461/06
JSE share code: AYO
ISIN: ZAE000252441
("AYO" or "the Company")



RESULTS OF THE ANNUAL GENERAL MEETING

Shareholders are hereby advised that the results of the voting at the annual general meeting ("AGM") of the Company held at 10:00 today, Thursday, 10 March 2022, on the Microsoft Teams Platform, are set out below.

Shareholders are further advised that

- there were 344 123 944 shares in issue as at the date of the AGM; and
- the total number of shares that were present represented by proxy at the AGM was 303 894 838 shares being 88.31% of the total number of shares in issue.

All the resolutions, as set out in the Integrated Annual Report posted to shareholders, were duly approved by the requisite majority of shareholders present and voting other than the following:

- Ordinary resolutions number 14 - 16 relating to the general authority to issue ordinary shares for cash, non-binding advisory vote on the remuneration policy of the company, non-binding advisory vote on the implementation of the remuneration policy of the Company;
- Special resolution number 2 relating to inter-company financial assistance; and
- Special resolution number 3 relating to financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company.

Resolutions proposed at the AGM	Votes for resolution as a percentage of total number of shares voted at AGM	Votes against resolution as a percentage of total number of shares voted at AGM	Number of shares voted at AGM	Number of shares voted at AGM as a percentage of shares in issue	Number of shares abstained as a percentage of shares in issue
Ordinary resolution number 1: To confirm the appointment of the following Director: Mr S Rasethaba	99,97%	0,03%	303 894 838	88,31%	0,00%
Ordinary resolution number 2: To re-elect the following Director who retires by rotation: Prof L Fourie	99,97%	0,03%	303 894 838	88,31%	0,00%

Ordinary resolution number 3: To re-elect the following Director who retires by rotation: Ms AB Amod	67,14%	32,86%	303 894 838	88,31%	0,00%
Ordinary resolution number 4: To re-elect the following Director who retires by rotation: Adv NA Ramathlodi	67,14%	32,86%	303 894 838	88,31%	0,00%
Ordinary resolution number 5: To appoint Ms RP Mosia as a member of the audit and risk committee	67,14%	32,86%	303 894 838	88,31%	0,00%
Ordinary resolution number 6: To appoint Dr DH George as a member of the audit and risk committee	99,97%	0,03%	303 894 838	88,31%	0,00%
Ordinary resolution number 7: To appoint Advocate NA Ramathlodi as a member of the audit and risk committee	67,14%	32,86%	303 894 838	88,31%	0,00%
Ordinary resolution number 8: To appoint Ms AB Amod as a member of the audit and risk committee	67,14%	32,86%	303 894 838	88,31%	0,00%
Ordinary resolution number 9: To appoint Dr DH George as a member of the SET committee	99,97%	0,03%	303 894 838	88,31%	0,00%
Ordinary resolution number 10: To appoint Ms RP Mosia as a member of the SET committee	99,97%	0,03%	303 894 838	88,31%	0,00%

Ordinary resolution number 11: To appoint Ms AB Amod as a member of the SET committee	99,97%	0,03%	303 894 838	88,31%	0,00%
Ordinary resolution number 12: To appoint Thawt Inc and Crowe JHB as auditors of the Company	99,97%	0,03%	303 894 838	88,31%	0,00%
Ordinary resolution number 13: Control of authorised but unissued ordinary shares	67,14%	32,86%	303 894 838	88,31%	0,00%
Ordinary resolution number 14: Approval to issue ordinary shares and/or options for cash	67,14%	32,86%	303 894 838	88,31%	0,00%
Ordinary resolution number 15: Non-binding advisory vote on the Remuneration policy of the Company	67,14%	32,86%	303 894 838	88,31%	0,00%
Ordinary resolution number 16: Non-binding advisory vote on the implementation of the Remuneration policy of the Company	67,14%	32,86%	303 894 838	88,31%	0,00%
Ordinary Resolution 17: Directors authority to sign documentation	99,97%	0,03%	303 894 838	88,31%	0,00%
Special resolution number 1: To approve the remuneration of the non-executive Directors	99,97%	0,03%	303 894 838	88,31%	0,00%
Special resolution number 2:	67,14%	32,86%	303 894 838	88,31%	0,00%

To approve inter-company financial assistance					
Special resolution number 3: To approve financial assistance for the subscription or purchase of shares in the Company or in a related or inter-related company	67,14%	32,86%	303 894 838	88,31%	0,00%
Special resolution number 4: Approval for the Company or its subsidiaries to repurchase shares of the Company	99,97%	0,03%	303 894 838	88,31%	0,00%

Shareholders are further advised that due to Ordinary resolution numbers 15 and 16 relating to the approval of the Company's remuneration policy and its implementation, respectively, being voted against by more than 25% of AYO shareholders, an invitation is hereby extended to such dissenting shareholders to engage with the Company.

Those wishing to do so should, in the first instance, contact the group secretary at wazeer.moosa@ayotsl.com.

Cape Town
10 March 2022

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Joint Sponsor
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